

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division

R.M.S. TITANIC, INC.,
successor-in-interest to
Titanic Ventures, limited partnership,
Plaintiff,

v.

Civil Action No. 2:93cv902

THE WRECKED AND ABANDONED VESSEL,
ITS ENGINES, TACKLE, APPAREL,
APPURTENANCES, CARGO, ETC., LOCATED
WITHIN ONE (1) NAUTICAL MILE OF A POINT
LOCATED AT 41 43/ 32' NORTH LATITUDE
AND 49 56' 49" WEST LONGITUDE,
BELIEVED TO BE THE R.M.S. TITANIC
in rem,
Defendant.

NOTICE OF FILING

Intervenor Premier Acquisition Holdings LLC ("PAHL") hereby provides the Court with the following documents and information required by paragraph J of the Court's December 21, 2018 Order (Dkt. No. 540) (the "Approval Order") authorizing the sale of 100% of the stock of Plaintiff, R.M.S. Titanic, Inc. ("RMST") to PAHL:

1. Attached hereto as **Exhibit 1** is the executed Limited Liability Company Agreement of Premier Acquisition Holdings LLC, a Delaware Limited Liability Company, dated as of June 6, 2018. Attached hereto as **Exhibit 2** is the executed Amended and Restated Limited Liability Company Agreement of Premier Acquisition Holdings LLC, a Delaware Limited Liability Company dated as of February 12, 2019 (the "PAHL LLC Agreement"). On February 21, 2019, Exhibit A to the PAHL LLC Agreement, which is attached hereto as **Exhibit 3**, was updated to reflect the capital contributions of the members as of such time.

2. Except for certain specified actions that require Supermajority Approval¹ of the members of PAHL which are set forth in Section 6.2 of the PAHL LLC Agreement, Section 6.1(a) of the PAHL LLC Agreement provides that the business and affairs of PAHL shall be managed and controlled by a board of managers (the “PAHL Board”). Pursuant to Section 6.3(a) of the PAHL LLC Agreement and as set forth on Exhibit C to the PAHL LLC Agreement, the Board currently consists of Mr. Gilbert Li, Mr. Giovanni Wong, and Mr. Robert Givone. The members of PAHL are Alta Fundamental Advisers SP LLC (“Alta Fundamental”), Star V Partners LLC (which is an affiliate of Alta Fundamental), Apollo Credit Strategies Master Fund Ltd. and PacBridge Partners I Investment Co. Ltd.

3. On March 18, 2019, the PAHL Board appointed Mr. Gilbert Li as President and CEO of PAHL, and Mr. Bretton Hunchak as CFO of PAHL.

4. On March 18, 2019, PAHL, in its capacity as the sole shareholder of RMST, appointed Mr. Gilbert Li as the sole director of RMST.

5. On March 18, 2019, Mr. Li, as sole director of RMST, removed Mr. Daoping Bao as President of RMST and appointed Mr. Bretton Hunchak as President of RMST.

6. The official of PAHL who has authority to bind PAHL with respect to this Court’s admiralty jurisdiction over the *Titanic* wreck and wreck site and the STAC,² and the authority of this Court to enforce or adjudicate compliance with the C&C’s is Mr. Gilbert Li.

¹ “Supermajority Approval” means (a) during the period from February 21, 2019 until June 30, 2020, the approval of members holding at least 75% of the outstanding units of PAHL, and (b) during the period from and after July 1, 2020, the approval of members holding at least 66-2/3% of the outstanding units of PAHL.

² All capitalized terms not otherwise defined herein shall have the definitions set forth in the Approval Order.

Respectfully submitted,

PREMIER ACQUISITION HOLDINGS LLC

By Counsel:

/s/ David G. Barger

David G. Barger, VSB #21652

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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of April, 2019, a copy of the foregoing has been electronically filed with the Clerk of the Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record.

/s/ David G. Barger

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